

wherein

R¹ and R²:

- i) independently represent H or lower alkyl;
- ii) together form a bridge of structure

 G^1)_m

wherein bonding is achieved via the terminal carbon atoms;

iii) together form a bridge of structure



wherein bonding is achieved via the terminal carbon atoms; or

iv) together form a bridge of structure

$$T^1$$
 $T^1 = T^1$

wherein one or two ring members T are N and the others are CH, and bonding is achieved via the terminal atoms, and wherein

m is 0 or an integer 1-4; and

G¹ is a substituent independently selected from the group consisting of

- $-N(R^6)_2$;
- $-NR^3COR^6$;
- halogen;
- alkyl;
- cycloalkyl;





- lower alkenyl;
- •\ lower cycloalkenyl;
- \halogen-substituted alkyl;
- amino-substituted alkyl;
- N-lower alkylamino-substituted alkyl;
- N,N-di-lower alkylamino-substituted alkyl;
- N-lower alkanoylamino-substituted alkyl;
- hydroxy-substituted alkyl;
- cyano-substituted alkyl;
- carboxy-substituted alkyl;
- lower alkoxycarbonyl-substituted alkyl;
- phenyl lower alkoxycarbonyl-substituted alkyl;
- halogen-substituted alkylamino;
- amino-substituted alkylamino;
- N-lower alkylamino-substituted alkylamino;
- N,N-di-lower alkylamino; substituted alkylamino;
- N-lower alkanoylamino-substituted alkylamino;
- hydroxy-substituted alkylamino;
- cyano-substituted alkylamino;
- carboxy-substituted alkylamino;
- lower alkoxycarbonyl-substituted alkylamino;
- phenyl-lower alkoxycarbonyl-substituted alkylamino;
- $-OR^6$;
- $-SR^6$;
- $-S(O)R^6$;
- $-S(O)_2R^6$;
- halogenated lower alkoxy;
- halogenated lower alkylthio;
- halogenated lower alkylsulfonyl;
- -OCOR⁶;
- $-COR^6$;

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- -CO₂R⁶; -CON(R⁶)₂;
- \backslash -CH₂OR³;
- $-NO_2$;
- -CN;
- amidino;
- guanidino;
- sulfo;
- -B(OH)2 ;
- optionally substituted aryl;
- optionally substituted heteroaryl;
- optionally substituted saturated heterocyclyl;
- optionally substituted partially unsaturated heterocyclyl;
- -OCO₂R³;
- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- -S(O)_p(optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy;
- -S(O)_p(optionally substituted heteroarylalkyl);
- -CHO;
- -OCON(R⁶)₂;
- $-NR^3CO_2R^6$;
- $-NR^3CON(R^6)_2$

R³ is H or lower alkyl;

R⁶ is independently selected from the group consisting of

- H;
- alkyl;
- optionally substituted aryl;
- optionally substituted aryl lower alkyl; and

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R<sup>4</sup> is H, halogen, or lower alkyl;
p is 0, 1, or 2;
X is selected from the group consisting of O, S, and NH;
Y is selected from the group consisting of
         -(CR_{2}^{4})_{n}-S(O)_{p}-(5-membered heteroaryl)-(CR_{2}^{4})_{s}-;
         -(CR^4_2)_n-C(G^2)(R^4)-(CR^4_2)_s-;
         wherein
             n and sare each independently 0 or an integer of 1-2; and
             G^2 is selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>3</sup>, -CON(R<sup>6</sup>)<sub>2</sub>, and
                 -CH_2N(R^6)_2;
        -O-CH<sub>2</sub>-;
        -S(O)-;
       -S(O)_2-;
       -SCH<sub>2</sub>-;
       -S(O)CH_2-;
        -S(O)_2CH_2-;
        -CH<sub>2</sub>S(O)-; and
        -CH<sub>2</sub>S(O)<sub>2</sub>-
A and D independently represent N or CH;
B and E independently represent N or CH;
L represents N or CH;
    with the provisos that
    a) the total number of N atoms in the ring containing A, B, D, E, and L is 1, 2, or 3;
        and
    b) when L represents CH, at least one of A and D is an N atom;
q is 0, 1, or 2;
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 c_3^3 is selected from the group consisting of

- lower alkyl;
 - \sim -NR 3 COR 6 ;
- \carboxy-substituted alkyl;
- lower alkoxycarbonyl-substituted alkyl;
- $-OR^6$:
- -SR⁶
- $-S(O)R^6$;
- $-S(O)_2R^{\delta}$
- -OCOR⁶;
- $-COR^6$;
- $-CO_2R^6$;
- $-CH_2OR^3$;
- $-CON(R^6)_2$;
- $-S(O)_2N(R^6)_2$;
- -NO₂;
- -CN;
- optionally substituted aryl;
- optionally substituted heteroaryl;
- optionally substituted saturated heterocyclyl;
- optionally substituted partially unsaturated heterocyclyl;
- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- -S(O)_p(optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy;
- -S(O)_p(optionally substituted heteroarylalkyl);
- $-OCON(R^6)_2$;
- $-NR^3CO_2R^6$;
- $-NR^3CON(R^6)_2$;

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J is a ring selected from the group consisting of

- aryl;
- pyridyl; and
- cycloalkyl;

q' represents the number of substituents G^4 on ring J and is 0, 1, 2, 3, 4, or 5, and G^4 moieties are selected from the group consisting of

- $-N(R^6)_2$;
- $-NR^3CQR^6$;
- halogen;
- alkyl;
- cycloalkyl;
- lower alkenyl;\
- lower cycloalkenyl;
- halogen-substituted alkyl;
- amino-substituted alkyl;
- N-lower alkylamino-substituted alkyl;
- N,N-di-lower alkylamino-substituted alkyl;
- N-lower alkanoylamino-substituted alkyl;
- hydroxy-substituted alkyl;
- cyano-substituted alkyl;
- carboxy-substituted alkyl;
- lower alkoxycarbonyl-substituted alkyl;
- phenyl lower alkoxycarbonyl-substituted alkyl;
- halogen-substituted alkylamino;
- amino-substituted alkylamino;
- N-lower alkylamino-substituted alkylamino;
- N,N-di-lower alkylamino-substituted alkylamino;
- N-lower alkanoylamino-substituted alkylamino;
- hydroxy-substituted alkylamino;
- cyano-substituted alkylamino;

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- carboxy-substituted alkylamino;
- •\ lower alkoxycarbonyl-substituted alkylamino;
- phenyl-lower alkoxycarbonyl-substituted alkylamino;
- $-QR^6$;
- $-SR^6$;
- $-S(O)R^6$;
- $-S(O)_2 R^6$;
- halogenated lower alkoxy;
- halogenated lower alkylthio;
- halogenated lower alkylsulfonyl;
- $-OCOR^6$;
- $-COR^6$;
- $-CO_2R^6$;
- $-CON(R^6)_2$;
- $-CH_2OR^3$;
- -NO₂;
- -CN;
- amidino;
- guanidino;
- sulfo;
- -B(OH)2;
- optionally substituted aryl;
- optionally substituted heteroaryly
- optionally substituted saturated heterocyclyl;
- optionally substituted partially unsaturated heterocyclyl;
- $-OCO_2R^3$;
- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- -S(O)_p(optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy;
- -S(O)_p(optionally substituted heteroarylalkyl);

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-CHO;

- $\bullet \setminus -OCON(R^6)_2$;
- $-NR^3CON(R^6)_2$
- fused ring-forming bridges attached to and connecting adjacent positions of ring J, said bridges having the structures:

a)

 T_{\parallel}^{2}

wherein

each \uparrow^2 independently represents N, CH, or CG⁴;

T³ represents S, O, CR⁴G⁴, C(R⁴)₂, or NR³; and

bonding to ring J is achieved via terminal atoms T² and T³;

b)

$$T^2$$
 T^2
 T^2

wherein

each T² independently represents N, CH, or CG⁴;

with the proviso that a maximum of two bridge atoms T² may be N;

and

bonding to ring J is achieved via terminal atoms T2; and

c)

$$T^{4}$$
, T^{5} , T^{6} , T^{5} , T^{6} , T^{5} , T^{6} , or T^{5} , T^{6} , T^{6} , T^{5} , T^{6} ,

wherein

each T⁴, T⁵, and T⁶ independently represents O, S, CR⁴G⁴, C(R⁴)₂, or NR³; and

bonding to ring J is achieved via terminal atoms T⁴ or T⁵; with the provisos that:

i) when one T^4 is O, S, or NR³, the other T^4 is CR^4G^4 or $C(R^4)_2$;

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- ii) a bridge comprising T⁵ and T⁶ atoms may contain a maximum of two heteroatoms O, S, or N; and
- iii) in a bridge comprising T⁵ and T⁶ atoms, when one T⁵ group and one T⁶ group are O atoms, or two T⁶ groups are O atoms, said O atoms are separated by at least one carbon atom;

and with the further provisos that:

- in G^1 , G^2 , G^3 , and G^4 , when two groups R^6 are each alkyl and located on the same N atom they may be linked by a bond, an O, an S, or NR^3 to form a heterocycle of 5-7 ring atoms; and
- when an aryl, heteroaryl, or heterocyclyl ring is optionally substituted, that ring may bear up to 5 substituents which are independently selected from the group consisting of amino, mono-loweralkyl-substituted amino, di-loweralkyl-substituted amino, lower alkanoylamino, halogeno, lower alkyl, halogenated lower alkyl, hydroxy, lower alkoxy, lower alkylthio, halogenated lower alkoxy, halogenated lower alkylthio, lower alkanoyloxy, -CO₂R³, -CHO, -CH₂OR³, -OCO₂R³, -CON(R⁶)₂, -NR³CON(R⁶)₂, nitro, amidino, guanidino, mercapto, sulfo, and cyano;

or a pharmaceutically acceptable salt or prodrug thereof.

2. (amended) A compound having the structural formula

wherein

 R^1 and R^2 :

i) together form a bridge of structure

$$G^1$$
)_m

wherein bonding is achieved via the terminal carbon atoms; or



$$T^1 = T^1$$

wherein one of the ring members T¹ is N and the others are CH, and bonding is achieved via the terminal atoms; and

wherein

m is 0 or an integer 1-2; and

\

G¹ is a substituent independently selected from the group consisting of

- $-N(R^6)_2$;
- $-NR^3COR^6$;
- halogen;
- alkyl;
- amino-substituted alkylamino;
- N-lower alkylamino-substituted alkylamino;
- N,N-di-lower alkylamino-substituted alkylamino;
- N-lower alkanoylamino-substituted alkylamino;
- hydroxy-substituted alkylamino;
- carboxy-substituted alkylamino;
- lower alkoxycarbonyl-substituted alkylamino;
- $-OR^6$;
- $-SR^6$;
- $-S(O)R^6$;
- $-S(O)_2R^6$;
- halogenated lower alkoxy;
- halogenated lower alkylthio;
- halogenated lower alkylsulfonyl;
- -OCOR⁶;
- -COR⁶;
- $-CO_2R^6$;

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- -CON(R⁶)₂; -NO₂; -CN;
- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- -S(O)_p(optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy;
- -S(O)_p(optionally substituted heteroarylalkyl);

R³ is H or lower alkyl;

R⁶ is independently selected from the group consisting of

- H;
- lower alkyl
- optionally substituted aryl;
- optionally substituted aryl lower alkyl; and

p is 0 or 1;

Y is selected from the group consisting of

- $-(CH_2)_n$ -S(O)_p-(5-membered heteroaryl)-(CH₂)_s-;
- $-(CH_2)_n-C(G^2)(H)-(CH_2)_{s^-};$

wherein

n and s are each independently 0 or 1; and

 G^2 is selected from the group consisting of -CN, -CO₂R³, -CON(R⁶)₂, and -CH₂N(R⁶)₂;

- -O-CH₂-;
- -S(O)-;
- $-S(O)_2-$;
- -SCH₂-;
- -S(O)CH₂-;

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-S(O)<sub>2</sub>CH<sub>2</sub>-;

-CH<sub>2</sub>S(O)-; and

-CH<sub>2</sub>S(O)<sub>2</sub>-
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A and D independently represent N or CH;

L represents N or CH;

with the provisos that

- a) the total number of N atoms in the ring containing A, D, and L is 1 or 2; and
- b) when It represents CH, at least one of A and D is an N atom;

q is 0, 1, or 2;

G³ is selected from the group consisting of

- lower alkyl
- $-NR^3COR^6$;
- $-OR^6$;
- $-SR^6$;
- $-S(O)R^6$;
- $-S(O)_2R^6$;
- $-CO_2R^6$;
- $-CON(R^6)_2$;
- $-S(O)_2N(R^6)_2$;
- -CN;
- optionally substituted aryl;
- optionally substituted heteroaryl;
- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- -S(O)_p(optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy;
- -S(O)_p(optionally substituted heteroarylalkyl);

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- q' represents the number of substituents G⁴ on the phenyl ring and is 0, 1, 2, or 3; and
- G⁴ moieties are selected from the group consisting of
 - $\backslash -N(R^6)_2$;
 - $-NR^3COR^6$;
 - halogen;
 - alkyl;
 - halogen-substituted alkyl;
 - hydroxy-substituted alkyl;
 - carboxy substituted alkyl;
 - lower alkoxycarbonyl-substituted alkyl;
 - amino-substituted alkylamino;
 - N-lower alkylamino-substituted alkylamino;
 - N,N-di-lower alkylamino-substituted alkylamino;
 - N-lower alkanoylamino-substituted alkylamino;
 - hydroxy-substituted alkylamino;
 - carboxy-substituted alkylamino;
 - lower alkoxycarbonyl-substituted alkylamino;
 - phenyl-lower alkoxycarbonyl-substituted alkylamino;
 - $-OR^6$;
 - $-SR^6$;
 - $-S(O)R^6$;
 - $-S(O)_2R^6$;
 - halogenated lower alkoxy;
 - halogenated lower alkylthio;
 - halogenated lower alkylsulfonyl;
 - $-OCOR^6$;
 - $-COR^6$;
 - $-CO_2R^6$;
 - $-CON(R^6)_2$;
 - -CH₂OR 3 ;



- \bullet -NO₂;
 - -CN;
- \optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- -S(Q)_p(optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy;
- -S(O)_p(optionally substituted heteroarylalkyl);
- fused ring-forming bridges attached to and connecting adjacent positions of the phenyl\ring, said bridges having the structures:

a)

 T_{\parallel}^{2} T^{2}

wherein

each T² independently represents N, CH, or CG⁴;

T³ represents S₂O, CHG⁴, CH₂, or NR³; and

bonding to the phenyl ring is achieved via terminal atoms T² and T³;

b)

$$T^2$$
 T^2
 T^2

wherein

each T² independently represents N, CH, or CG⁴;

with the proviso that a maximum of two bridge atoms T² may be N;

and

bonding to the phenyl ring is achieved via terminal atoms T2; and

c)

$$T^{5}$$
 T^{6} or T^{5} T^{6}

wherein

each T⁵, and T⁶ independently represents O, S, CHG⁴, CH₂, or NR³; and bonding to the phenyl ring is achieved via terminal atoms T⁵;

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with the provisos that:

- i) a bridge comprising T⁵ and T⁶ atoms may contain a maximum of two heteroatoms O, S, or N; and
- ii) in a bridge comprising T⁵ and T⁶ atoms, when one T⁵ group and one T⁶ group are O atoms, or two T⁶ groups are O atoms, said O atoms are separated by at least one carbon atom;

and with the further provisos that:

- in G¹, G², G³ and G⁴, when two groups R⁶ are each alkyl and located on the same N atom they may be linked by a bond, an O, an S, or NR³ to form a heterocycle of 5 7 ring atoms; and
- when an aryl, heteroaryl, or heterocyclyl ring is optionally substituted, that ring may bear up to 2 substituents which are independently selected from the group consisting of amino, mono-loweralkyl-substituted amino, di-loweralkyl-substituted amino, lower alkanoylamino, halogeno, lower alkyl, halogenated lower alkyl, hydroxy, lower alkoxy, lower alkylthio, halogenated lower alkoxy, halogenated lower alkylthio, lower alkanoyloxy, -CO₂R³, -CH₂OR³, -OCO₂R³, -CON(R⁶)₂, -OCO N(R⁶)₂, -NR³CON(R⁶)₂, nitro, and cyano;

or a pharmaceutically acceptable salk or prodrug thereof.

3. (amended) A compound having the structural formula

wherein

 R^1 and R^2 :

i) together form a bridge of structure

$$=$$
 $G^1)_m$





wherein bonding is achieved via the terminal carbon atoms, and any group G¹ is located on a non-terminal atom of the bridge; or

ii) together form a bridge of structure

$$T^1$$
 $T^1 = T^1$

wherein one of the ring members T¹ is N and the others are CH, and bonding is achieved via the terminal atoms; and

wherein

m is 0 or an integer 1-2; and

G¹ is a substituent independently selected from the group consisting of

- $-N(R^6)_2$;
- -NR³COR⁶
- halogen;
- -OR⁶ wherein R6 represents lower alkyl;
- -NO₂;
- optionally substituted heteroaryloxy;
- optionally substituted heteroarylalkyloxy;

R³ is H or lower alkyl;

R⁶ is independently selected from the group consisting of

- H;
- lower alkyl;
- optionally substituted aryl;
- optionally substituted aryl lower alkyl; and

p is 0 or 1;

Y is selected from the group consisting of



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-S(O)<sub>p</sub>-(5-membered heteroaryl)-;
        -C(CN)(H)-;
        -O-CH<sub>2</sub>-;
         -S(O)-; and
         -S(O)_2-;
q is 0 or \{;
G<sup>3</sup> is selected from the group consisting of
        lower\alkyl;
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- $-NR^3CQR^6$;
- $-CO_2R^6$;
- $-CON(R^6)$;
- $-S(O)_2N(R^6)_2$

q' represents the number of substituents G⁴ on the phenyl ring and is 0, 1, 2, or 3; and

G⁴ moieties are selected from the group consisting of

- $-N(R^6)_2$;
- halogen;
- lower alkyl;
- halogen-substituted lower alkyl;
- -OR⁶;
- $-SR^6$;
- $-S(O)R^6$;
- $-S(O)_2R^6$;
- halogenated lower alkoxy;
- halogenated lower alkylthio;
- halogenated lower alkylsulfonyl;
- -OCOR⁶;
- -COR⁶;

- N-lower alkanoylamino-substituted alkyl;
- hydroxy-substituted alkyl;
- \cyano-substituted alkyl;
- darboxy-substituted alkyl;
- lower alkoxycarbonyl-substituted alkyl;
- phenyl lower alkoxycarbonyl-substituted alkyl;
- halogen-substituted alkylamino;
- amino-substituted alkylamino;
- N-lower alkylamino-substituted alkylamino;
- N,N-di-lower alkylamino-substituted alkylamino;
- N-lower alkanoylamino-substituted alkylamino;
- hydroxy-substituted alkylamino;
- cyano-substituted alkylamino;
- carboxy-substituted alkylamino;
- lower alkoxycarbonyl-substituted alkylamino;
- phenyl-lower alkoxycarbonyl-substituted alkylamino;
- $-OR^6$;
- $-SR^6$;
- $-S(O)R^6$;
- $-S(O)_2R^6$;
- halogenated lower alkoxy;
- halogenated lower alkylthio;
- halogenated lower alkylsulfonyl;
- -OCOR⁶;
- -COR⁶;
- $-CO_2R^6$;
- $-CON(R^6)_2$;
- $-CH_2OR^3$;
- -NO₂;
- -CN;
- amidino;

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- guanidino;
- sulfo;
- •\ -B(OH)2;
- \optionally substituted aryl;
- aptionally substituted heteroaryl;
- optionally substituted saturated heterocyclyl;
- optionally substituted partially unsaturated heterocyclyl;
- $-OCO_2R^3$;
- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- -S(O)_p(optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy;
- -S(O)_p(optionally substituted heteroarylalkyl);
- -CHO;
- $-OCON(R^6)_2$;
- $-NR^3CO_2R^6$;
- $-NR^3CON(R^6)_2$

R³ is H or lower alkyl;

R⁶ is independently selected from the group consisting of

- H;
- alkyl;
- optionally substituted aryl;
- optionally substituted aryl lower alkyl; and

R⁴ is H, halogen, or lower alkyl;

p is 0, 1, or 2;

X is selected from the group consisting of O, S, and NH;

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Y is selected from the group consisting of

- lower alkylene, optionally substituted by OH or OAcyl;
- -CH2-O-;
- $-CN_2-S-$;
- -CH₂\NH-;

- $-(CR_{2}^{4})_{n}-S(O)_{R}$ -(5-membered heteroaryl)- $(CR_{2}^{4})_{s}$ -;
- $-(CR^4_2)_n-C(G^2)(R^4)-(CR^4_2)_s-$;

wherein

n and s are each independently 0 or an integer of 1-2; and G² is selected from the group consisting of -CN, -CO₂R³, -CON(R⁶)₂, and $-CH_2N(R^6)_2$;

- -O-CH₂-;
- -S(O)-;
- $-S(O)_2-$;
- -SCH₂-;
- $-S(O)CH_2-$;
- $-S(O)_2CH_2-$;
- -CH₂S(O)-; and
- -CH₂S(O)₂-

A and D independently represent N or CH;

B and E independently represent N or CH;

L represents N or CH;

with the provisos that

- a) the total number of N atoms in the ring containing (A, B, D, E, and L is 1, 2, or 3; and
- b) when L represents CH, at least one of A and D is an N atom;

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q is 0, 1, or 2;

G³ is selected from the group consisting of

- \NR^3COR^6 ;
- carboxy-substituted alkyl;
- lower alkoxycarbonyl-substituted alkyl;
- $-OR^6$;
- $-SR^6$;
- $-S(O)R^6$;
- $-S(O)_2R^6$;
- -OCOR⁶;
- $-COR^6$;
- $-CO_2R^6$;
- $-CH_2OR^3$;
- $-CON(R^6)_2$;
- $-S(O)_2N(R^6)_2$;
- -NO₂;
- -CN;
- optionally substituted aryl;
- optionally substituted heteroaryl;
- optionally substituted saturated heterocyclyl;
- optionally substituted partially unsaturated heterocyclyl;
- optionally substituted heteroarylalkyly
- optionally substituted heteroaryloxy;
- -S(O)_p(optionally substituted heteroaryl)
- optionally substituted heteroarylalkyloxy;
- -S(O)_p(optionally substituted heteroarylalkyl);
- $-OCON(R^6)_2$;
- $-NR^3CO_2R^6$;
- $-NR^3CON(R^6)_2$;

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J is a ring selected from the group consisting of

- •\ aryl;
- pyridyl; and
- cýcloalkyl;

q' represents the number of substituents G^4 on ring J and is 0, 1, 2, 3, 4, or 5, and G^4 moieties are selected from the group consisting of

- $-N(R^6)_2$;
- $-NR^3COR^6$;
- halogen;
- alkyl;
- cycloalkyl;
- lower alkenyl;
- lower cycloalkenyl;
- halogen-substituted alkxl;
- amino-substituted alkyl;
- N-lower alkylamino-substituted alkyl;
- N,N-di-lower alkylamino-subștituted alkyl;
- N-lower alkanoylamino-substituted alkyl;
- hydroxy-substituted alkyl;
- cyano-substituted alkyl;
- carboxy-substituted alkyl;
- lower alkoxycarbonyl-substituted alkyl;
- phenyl lower alkoxycarbonyl-substituted alkyl;
- halogen-substituted alkylamino;
- amino-substituted alkylamino;
- N-lower alkylamino-substituted alkylamino;
- N,N-di-lower alkylamino-substituted alkylamind;
- N-lower alkanoylamino-substituted alkylamino;
- hydroxy-substituted alkylamino;
- cyano-substituted alkylamino;

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\begin{array}{c}
\bullet & -CO_2R^6; \\
\bullet & -CON(R^6)_2
\end{array}
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- $\$ -CH₂OR³;
- -NO₂;
- -CN
- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- -S(O)_p(optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy;
- -S(O)_p(optionally substituted heteroarylalkyl);
- fused ring-forming bridges attached to and connecting adjacent positions of the phenyl ring, said bridges having the structures:

 T_{\parallel}^{2} T^{2}

a)

wherein

each T² independently represents N, CH, or CG⁴;

T³ represents S, O, CHG⁴, CH₂, or NR³; and

bonding to the phenyl ring is achieved via terminal atoms T² and T³;

b)

 T^{5} T^{6} or T^{5}

wherein

each T⁵, and T⁶ independently represents O, S, CHG⁴, CH₂, or NR³; and bonding to the phenyl ring is achieved via terminal atoms T⁵; with the provisos that:

- i) a bridge comprising T⁵ and T⁶ atoms may contain a maximum of two heteroatoms O, S, or N; and
- ii) in a bridge comprising T⁵ and T⁶ atoms, when one T⁵ group and one T⁶ group are O atoms, or two T⁶ groups are O atoms, said O atoms are separated by at least one carbon atom;

and with the further provisos that:

- in G¹, G², G³, and G⁴, when two groups R⁶ are each alkyl and located on the same N atom they may be linked by a bond, an O, an S, or NR³ to form a heterocycle of 5 – 6 ring atoms; and

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- when an aryl, heteroaryl, or heterocyclyl ring is optionally substituted, that ring may bear up to 2 substituents which are independently selected from the group consisting of amino, mono-loweralkyl-substituted amino, di-loweralkyl-substituted amino, lower alkanoylamino, halogeno, lower alkyl, halogenated lower alkyl, hydroxy, lower alkoxy, lower alkylthio, halogenated lower alkoxy, halogenated lower alkylthio, -CO₂R³, -CON(R⁶)₂, nitro, and cyano;

or a pharmaceutically acceptable salt or prodrug thereof.

AX B1

- 5. (Amended) A method of treating a mammal having a condition of tumor growth, retinopathy, rheumatoid arthritis, psoriasis, or a bullous disorder associated with subepidermal blister formation, comprising administering to said mammal an amount of a compound of claim 1 which is effective to treat said condition.
- 6. (cancelled) The method of claim 5, wherein said condition is tumor growth; retinopathy, including diabetic retinopathy, ischemic retinal-vein occlusion, retinopathy of prematurity, and age-related macular degeneration; rheumatoid arthritis; psoriasis; or a bullous disorder associated with subepidermal blister formation, including bullous pemphigoid, erythema multiforme, and dermatitis herpetiformis.

7. (amended) A compound having the structural formula

A3 Subj

$$X-(CR^4_2)$$
 J G^4 J Q^4 Q

 R^1 and R^2 :

- i) independently represent H or lower alkyl;
- ii) together form a bridge of structure

$$G^1)_{\mathfrak{m}}$$

wherein bonding is achieved via the terminal carbon atoms;

iii) together form a bridge of structure

$$G^1$$
) m

wherein bonding is achieved via the terminal carbon atoms; or

iv) together form a bridge of structure



wherein one or two ring members T1 are N and the others are CH, and bonding is achieved via the terminal atoms; and

wherein

m is 0 or an integer 1-4; and

G¹ is a substituent independently selected from the group consisting of

- $-N(R^6)_2$;
- -NR³COR⁶;
- halogen;
- alkyl;
- cycloalkyl;
- lower alkenyl;
- lower cycloalkenyl;
- halogen-substituted alkyl;
- amino-substituted alkyl;
- N-lower alkylamino-substituted alkyl;
- N,N-di-lower alkylamino-substituted alkyl;

5 b

- carboxy-substituted alkylamino;
- lower alkoxycarbonyl-substituted alkylamino;
- phenyl-lower alkoxycarbonyl-substituted alkylamino;
- $-OR^6$;
- $-SR^6$;
- $-S(O)R^6$;
- $-S(O)_2R^6$;
- halogenated lower alkoxy;
- halogenated lower alkylthio;
- halogenated lower alkylsulfonyl;
- -OCOR⁶;
- -COR⁶;
- -CO₂R⁶;
- $-CON(R^6)_2$;
- $-CH_2OR^3$;
- -NO₂;
- -CN;
- amidino;
- guanidino;
- sulfo;
- -B(OH)2;
- optionally substituted aryl;
- optionally substituted heteroaryl;
- optionally substituted saturated heterocyclyl;
- optionally substituted partially unsaturated heterocyclyl;
- $-OCO_2R^3$;
- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- -S(O)_p(optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy;
- -S(O)_p(optionally substituted heteroarylalkyl);

A3

- -CHO;
 - $\sqrt{-\text{OCON}(R^6)_2}$;
- -NR³CON(R⁶)₂
- fused ring-forming bridges attached to and connecting adjacent positions of ring J, said bridges having the structures:

a)

T²

wherein

each T² independently represents N, CH, or CG⁴;

T³ represents S, O, CR⁴G⁴, C(R⁴)₂, or NR³; and

bonding to ring J is achieved via terminal atoms T^2 and T^3 ;

b)

 $T^{2} \downarrow T^{2}$ $T^{2} \downarrow T^{2}$

wherein

each T² independently represents N, CH, or CG⁴;

with the proviso that a maximum of two bridge atoms T2 may be N;

and

bonding to ring J is achieved via terminal atoms T²; and

c)

 T^{4} , T^{5} , T^{6} , T^{5} , T^{6} , T^{5} , T^{6} , or T^{5} , T^{6} , T^{5} , T^{5} , T^{6} ,

wherein

each T⁴, T⁵, and T⁶ independently represents O, S, CR⁴G⁴, C(R⁴)₂, or NR³; and

bonding to ring J is achieved via terminal atoms T⁴ or T⁵; with the provisos that:

i) when one T^4 is O, S, or NR³, the other T^4 is CR^4G^4 or $C(R^4)_2$;

5 M

- ii) a bridge comprising T⁵ and T⁶ atoms may contain a maximum of two heteroatoms O, S, or N; and
- iii) in a bridge comprising T⁵ and T⁶ atoms, when one T⁵ group and one T⁶ group are O atoms, or two T⁶ groups are O atoms, said O atoms are separated by at least one carbon atom;

and with the further provisos that:

- in G^1 , G^2 , G^3 , and G^4 , when two groups R^6 are each alkyl and located on the same N atom they may be linked by a bond, an O, an S, or NR^3 to form a heterocycle of 5-7 ring atoms; and
- when an aryl, heteroaryl, or heterocyclyl ring is optionally substituted, that ring may bear up to 5 substituents which are independently selected from the group consisting of amino, mono-loweralkyl-substituted amino, di-loweralkyl-substituted amino, lower alkanoylamino, halogeno, lower alkyl, halogenated lower alkyl, hydroxy, lower alkoxy, lower alkylthio, halogenated lower alkoxy, halogenated lower alkylthio, lower alkanoyloxy, -CO₂R³, -CHO, -CH₂OR³, -OCO₂R³, -CON(R⁶)₂, -OCO N(R⁶)₂, -NR³CON(R⁶)₂, nitro, amidino, guanidino, mercapto, sulfo, and cyano

or a pharmaceutically acceptable salt or prodrug thereof.

8. (amended) A compound having the structural formula

wherein

 R^1 and R^2 :

i) together form a bridge of structure

$$=$$
 $G^1)_n$

wherein bonding is achieved via the terminal carbon atoms; or



ii) together form a bridge of structure

$$T^1$$
 $T^1 = T^1$

wherein one of the ring members T¹ is N and the others are CH, and bonding is achieved via the terminal atoms; and

wherein

m is 0 or an integer 1-2; and

G1 is a substituent independently selected from the group consisting of

- $-N(R^6)_2$;
- -NR³COR⁶;
- halogen;
- alkyl;
- amino-substituted alkylamino;
- N-lower alkylamino-substituted alkylamino;
- N,N-di-lower alkylamino-substituted alkylamino;
- N-lower alkanoylamino-substituted alkylamino;
- hydroxy-substituted alkylamino;
- carboxy-substituted alkylamino;
- lower alkoxycarbonyl-substituted alkylamino;
- $-OR^6$;
- -SR⁶;
- $-S(O)R^6$;
- $-S(O)_2R^6$;
- halogenated lower alkoxy;
- halogenated lower alkylthio;
- halogenated lower alkylsulfonyl;
- -OCOR⁶;
- -COR⁶;
- $-CO_2R^6$;



- -CON(R^6)₂; -NO₂;
- \-CN;
- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- -S(O) (optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy;
- -S(O)_p(optionally substituted heteroarylalkyl);

R³ is H or lower alkyl;

R⁶ is independently selected from the group consisting of

- H;
- lower alkyl;
- optionally substituted aryly
- optionally substituted aryl lower alkyl; and

p is 0 or 1;

Y is selected from the group consisting of

- lower alkylene, optionally substituted by OH or OAcyl;
- -CH₂-O-;
- -CH₂-S-;
- -CH₂-NH-;
- -O-;
- -S-;
- -NH-;
- -(CH₂)_n-S(O)_p-(5-membered heteroaryl)-(CH₂)_s-;
- $-(CH_2)_n-C(G^2)(H)-(CH_2)_s-$;

wherein

n and s are each independently 0 or 1; and

5 M

A

 G^2 is selected from the group consisting of -CN, -CO₂R³, -CON(R⁶)₂, and -CH₂N(R⁶)₂;

- \O-CH₂-;
- -S(O)-;
- $-S(O)_{2}$ -;
- -SCH₂\;
- -S(O)CH₂-;
- -S(O)₂CH₂;
- -CH₂S(O)-; and
- -CH₂S(O)₂-

SUB

Wa

A and D independently represent N or CH;

L represents N or CH;

with the provisos that

- a) the total number of N atoms in the ring containing A, D, and L is 1 or 2; and
- b) when L represents CH, at least one of A and D is an N atom;

q is 0, 1, or 2;

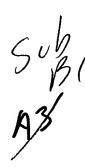
 G^3 is selected from the group consisting δf

- -NR³COR⁶;
- $-OR^6$;
- $-SR^6$;
- $-S(O)R^6$;
- $-S(O)_2R^6$;
- $-CO_2R^6$;
- $-CON(R^6)_2$;
- $-S(O)_2N(R^6)_2$;
- -CN;
- optionally substituted aryl;
- optionally substituted heteroaryl;

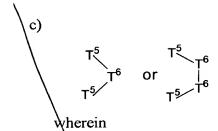
- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- $-S(O)_p$ (optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy;
- -\$(O)_p(optionally substituted heteroarylalkyl);
- q' represents the number of substituents G⁴ on the phenyl ring and is 0, 1, 2, or 3; and

G⁴ moieties are selected from the group consisting of

- $-N(R^6)_2$;
- $-NR^3COR^6$;
- halogen;
- alkyl;
- halogen-substituted\alkyl;
- hydroxy-substituted alkyl;
- carboxy-substituted alkyl;
- lower alkoxycarbonyl-substituted alkyl;
- amino-substituted alkylamino;
- N-lower alkylamino-substituted alkylamino;
- N,N-di-lower alkylamino-substituted alkylamino;
- N-lower alkanoylamino-substituted alkylamino;
- hydroxy-substituted alkylamino;
- carboxy-substituted alkylamino;
- lower alkoxycarbonyl-substituted alkylamino;
- phenyl-lower alkoxycarbonyl-substituted alkylamino;
- $-OR^6$;
- $-SR^6$;
- $-S(O)R^6$;
- $-S(O)_2R^6$;
- halogenated lower alkoxy;
- halogenated lower alkylthio;



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halogenated lower alkylsulfonyl;
-OCOR<sup>6</sup>;
-¢OR6:
-CÒ<sub>2</sub>R<sup>6</sup>;
-CON(R^6)_2;
-CH<sub>2</sub>OR<sup>3</sup>
-NO<sub>2</sub>;
-CN;
optionally substituted heteroarylalkyl;
optionally substituted heteroaryloxy;
-S(O)<sub>p</sub>(optionally substituted heteroaryl);
optionally substituted heteroarylalkyloxy;
-S(O)<sub>p</sub>(optionally substituted heteroarylalkyl);
fused ring-forming bridges attached to and connecting adjacent positions of the
     phenyl ring, said bridges having the structures:
a)
         each T<sup>2</sup> independently represents N, CH, or CG<sup>4</sup>;
         T<sup>3</sup> represents S, O, CHG<sup>4</sup>, C(H)<sub>2</sub>, or NR<sup>3</sup>; and
         bonding to the phenyl ring is achieved via terminal atoms T<sup>2</sup> and T<sup>3</sup>;
b)
    wherein
         each T<sup>2</sup> independently represents N, CH, or CG<sup>4</sup>;
         with the proviso that a maximum of two bridge atoms T<sup>2</sup> may be N;
              and
         bonding to the phenyl ring is achieved via terminal atoms T<sup>2</sup>; and
```



each T⁵, and T⁶ independently represents O, S, CHG⁴, C(H)₂, or NR³; and

bonding to the phenyl ring is achieved via terminal atoms T⁵; with the provisos that:

- i) a bridge comprising T⁵ and T⁶ atoms may contain a maximum of two heteroatoms O, S, or N; and
- ii) in a bridge comprising T⁵ and T⁶ atoms, when one T⁵ group and one T⁶ group are O atoms, or two T⁶ groups are O atoms, said O atoms are separated by at least one carbon atom;

and with the further provisos that:

- in G¹, G², G³, and G⁴, when two groups R⁶ are each alkyl and located on the same N atom they may be linked by a bond, an O, an S, or NR³ to form a heterocycle of 5 7 ring atoms; and
- when an aryl, heteroaryl, or heterocyclyl ring is optionally substituted, that ring may bear up to 2 substituents which are independently selected from the group consisting of amino, mono-loweralkyl-substituted amino, di-loweralkyl-substituted amino, lower alkanoylamino, halogeno, lower alkyl, halogenated lower alkyl, hydroxy, lower alkoxy, lower alkylthio, halogenated lower alkoxy, halogenated lower alkylthio, lower alkanoyloxy, -CO₂R³, -CH₂OR³, -OCO₂R³, -CON(R⁶)₂, -OCO N(R⁶)₂, nitro, and cyano;

or a pharmaceutically acceptable salt or prodrug thereof.

9. (amended) A compound having the structural formula

whereih

 R^1 and R^2 :

i) together form a bridge of structure

$$\left\langle \begin{array}{c} \\ \\ \\ \end{array} \right\rangle_{\mathsf{G}^1)_{\mathsf{m}}}$$

wherein bonding is achieved via the terminal carbon atoms, and any group G¹ is located on a non-terminal atom of the bridge; or

ii) together form a bridge of structure

$$T^1$$
 T^1
 T^1

wherein one of the ring members T¹ is N and the others are CH, and bonding is achieved via the terminal atoms; and

wherein

m is 0 or an integer 1 - 2; and

G¹ is a substituent independently selected from the group consisting of

- $-N(R^6)_2$;
- $-NR^3COR^6$;
- halogen;
- -OR⁶ wherein R6 represents lower alkyl;
- -NO₂;
- optionally substituted heteroaryloxy;
- optionally substituted heteroarylalkyloxy;

R³ is H or lower alkyl;



 \mathbb{R}^6 is independently selected from the group consisting of

- H;
- lower alkyl;
- optionally substituted aryl;
- optionally substituted aryl lower alkyl; and

p is 0 or 1;

Y is selected from the group consisting of

- lower alkylene, optionally substituted by OH;
- -CH₂-O-
- -S-;
- -NH-;
- -S(O)_p-(5-membered heteroaryl)-;
- -C(CN)(H)-;
- -O-CH₂-;
- -S(O)-; and
- $-S(O)_2-$;

q is 0 or 1;

G³ is selected from the group consisting of

- -NR³COR⁶;
- $-CO_2R^6$;
- $-CON(R^6)_2$;
- $-S(O)_2N(R^6)_2$;

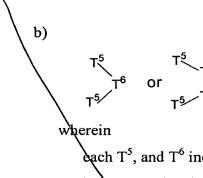
q' represents the number of substituents G^4 on the phenyl ring and is 0, 1, 2, or 3;

G⁴ moieties are selected from the group consisting of

• $-N(R^6)_2$;

halogen; lower alkyl; halogen-substituted lower alkyl; $-OR^6$; -**\\$**R⁶; $-S(O)R^6$; $-S(O_2)_2R^6$; halogenated lower alkoxy; halogenated lower alkylthio; halogenated lower alkylsulfonyl; -OCOR⁶; $-COR^6$; $-CO_2R^6$; $-CON(R^6)_2$; -CH₂OR³; $-NO_2$; -CN; optionally substituted\heteroarylalkyl; optionally substituted heteroaryloxy; -S(O)_p(optionally substituted heteroaryl); optionally substituted heteroarylalkyloxy; -S(O)_p(optionally substituted heteroarylalkyl); fused ring-forming bridges attached to and connecting adjacent positions of the phenyl ring, said bridges having the structures: a) wherein each T² independently represents N, CH, or CG⁴; T³ represents S, O, CHG⁴, CH₂, or NR³; and

bonding to the phenyl ring is achieved via terminal atoms T² and T³;



each T⁵, and T⁶ independently represents O, S, CHG⁴, CH₂, or NR³; and bonding to the phenyl ring is achieved via terminal atoms T⁵; with the provisos that:

- i) a bridge comprising T⁵ and T⁶ atoms may contain a maximum of two heteroatoms O, S, or N; and
- ii) in a bridge comprising T⁵ and T⁶ atoms, when one T⁵ group and one T⁶ group are O atoms, or two T⁶ groups are O atoms, said O atoms are separated by at least one carbon atom;

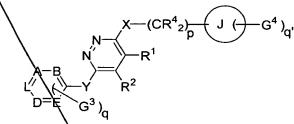
and with the further provisos that:

- in G¹, G², G³, and G⁴, when two groups R⁶ are each alkyl and located on the same N atom they may be linked by a bond, an O, an S, or NR³ to form a heterocycle of 5 6 ring atoms; and
- when an aryl, heteroaryl, or heterocyclyl ring is optionally substituted, that ring may bear up to 2 substituents which are independently selected from the group consisting of amino, mono-loweralkyl-substituted amino, di-loweralkyl-substituted amino, lower alkanoylamino, halogeno, lower alkyl, halogenated lower alkyl, hydroxy, lower alkoxy, lower alkylthio, halogenated lower alkoxy, halogenated lower alkylthio, $-\text{CO}_2\text{R}^3$, $-\text{CON}(\text{R}^6)_2$, nitro, and cyano;

or a pharmaceutically acceptable salt or prodrug thereof.

11. (Amended) A method of treating a mammal having a condition of tumor growth, retinopathy, rheumatoid arthritis, psoriasis, or a bullous disorder associated with subepidermal blister formation, comprising administering to said mammal an amount of a compound of claim 7 which is effective to treat said condition.

- 12. (cancelled) The method of claim 11, wherein said condition is tumor growth; retinopathy, including diabetic retinopathy, ischemic retinal-vein occlusion, retinopathy of prematurity, and age-related macular degeneration; rheumatoid arthritis; psoriasis; or a bullous disorder associated with subepidermal blister formation, including bullous pemphigoid, erythema multiforme, and dermatitis herpetiformis.
- 13\ (amended) A compound having the structural formula



wherein

 R^1 and R^2 :

- i) independently represent H or lower alkyl;
- ii) together form a bridge of structure



wherein bonding is achieved via the terminal carbon atoms;

iii) together form a bridge of structure

$$=$$
 $G^1)_m$

wherein bonding is achieved via the terminal carbon atoms; or

iv) together form a bridge of structure

$$T^1$$
 T^1

wherein one or two ring members T¹ are N and the others are CH, and bonding is achieved via the terminal atoms; and

wherein

m is 0 or an integer 1-4; and



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- G¹ is a substituent independently selected from the group consisting of
 - $-N(R^6)_2$;
 - -NR³COR⁶;
 - \halogen;
 - alkyl;
 - cycloalkyl;
 - lower\alkenyl;
 - lower cycloalkenyl;
 - halogen-substituted alkyl;
 - amino-substituted alkyl;
 - N-lower alkylamino-substituted alkyl;
 - N,N-di-lower alkylamino-substituted alkyl;
 - N-lower alkanoylamino-substituted alkyl;
 - hydroxy-substituted alkyl;
 - cyano-substituted alkyl;
 - carboxy-substituted alkyl;
 - lower alkoxycarbonyl-substituted alkyl;
 - phenyl lower alkoxycarbonyl-substituted alkyl;
 - halogen-substituted alkylamino;
 - amino-substituted alkylamino;
 - N-lower alkylamino-substituted alkylamino;
 - N,N-di-lower alkylamino-substituted alkylamino;
 - N-lower alkanoylamino-substituted alkylamino;
 - hydroxy-substituted alkylamino;
 - cyano-substituted alkylamino;
 - carboxy-substituted alkylamino;
 - lower alkoxycarbonyl-substituted alkylamino;
 - phenyl-lower alkoxycarbonyl-substituted alkylamino;
 - $-OR^6$;
 - $-SR^6$:
 - $-S(O)R^6$;

Suh

h.

- $-S(O)_2R^6$;
- halogenated lower alkoxy;
 - halogenated lower alkylthio;
- \halogenated lower alkylsulfonyl;
- -\QCOR⁶;
- -CQR⁶;
- $-CO_2R^6$;
- $-CON(R^6)_2$;
- -CH₂OR³;
- -NO₂;
- -CN;
- amidino;
- guanidino;
- sulfo;
- -B(OH)2;
- optionally substituted aryl;
- optionally substituted heteroaryl;
- optionally substituted saturated heterocyclyl;
- optionally substituted partially\unsaturated heterocyclyl;
- $-OCO_2R^3$;
- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- -S(O)_p(optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy;
- -S(O)_p(optionally substituted heteroarylalkyl);
- -CHO;
- $-OCON(R^6)_2$;
- $-NR^3CO_2R^6$;
- $-NR^3CON(R^6)_2$

R³ is H or lower alkyl;

5 Ub

R^bis independently selected from the group consisting of

- •\ H;
- alkyl;
- optionally substituted aryl;
- optionally substituted aryl lower alkyl; and

R⁴ is H, halogen, or lower alkyl;

p is 0, 1, or 2;

X is selected from the group consisting of O, S, and NH;

Y is selected from the group consisting of

- lower alkylene, optionally substituted by OH or OAcyl;
- -CH₂-O-;
- -CH₂-S-;
- -CH₂-NH-;
- -O-;
- -S-;
- -NH-;
- $-(CR_2^4)_n$ -S(O)_p-(5-membered heteroaryl)- $(CR_2^4)_s$ -;
- $\bullet \quad \text{-}(CR^4{}_2)_n\text{-}C(G^2)(R^4)\text{-}(CR^4{}_2)_{s^-}\ ;$

wherein

n and s are each independently 0 or an integer of 1-2; and G^2 is selected from the group consisting of -CN, -CO₂R³, -CON(R⁶)₂, and -CH₂N(R⁶)₂;

- -O-CH₂-;
- -S(O)-;
- -S(O)₂-;
- -SCH₂-;
- -S(O)CH₂-;

Sub

- $-S(O)_2CH_2-$;
- $\bullet \setminus -CH_2S(O)$ -; and
- -CH₂S(O)₂-

A and D independently represent N or CH;

B and E independently represent N or CH;

L represents N or CH;

with the provisos that

- a) the total number of N atoms in the ring containing A, B, D, E, and L is 1, 2, or 3; and
- b) when L represents CH, at least one of A and D is an N atom;

q is 0, 1, or 2;

G³ is selected from the group consisting of

- lower alkyl;
- $-NR^3COR^6$;
- carboxy-substituted alkyl;
- lower alkoxycarbonyl-substituted alkyl;
- $-OR^6$;
- $-SR^6$;
- $-S(O)R^6$;
- $-S(O)_2R^6$;
- $-OCOR^6$;
- $-COR^6$;
- $-CO_2R^6$;
- $-CH_2OR^3$;
- $-CON(R^6)_2$;
- $-S(O)_2N(R^6)_2$;
- -NO₂;
- -CN;



- optionally substituted aryl;
- \optionally substituted heteroaryl;
- optionally substituted saturated heterocyclyl;
- optionally substituted partially unsaturated heterocyclyl;
- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- -S(O)_p(optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy;
- -S(O)_p(optionally substituted heteroarylalkyl);
- $-OCON(R^6)_2$;
- $-NR^3CO_2R^6$;
- $-NR^3CON(R^6)_2$;

J is a ring selected from the group consisting of

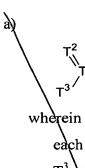
- aryl;
- pyridyl; and
- cycloalkyl;

q' represents the number of substituents G^4 on ring J and is 0, 1, 2, 3, 4, or 5, and G^4 moieties are selected from the group consisting of

- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- -S(O)_p(optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy;
- -S(O)_p(optionally substituted heteroarylalk\(\frac{1}{2}\)l);
- -CHO;
- $-OCON(R^6)_2$;
- $-NR^3CO_2R^6$;
- $-NR^3CON(R^6)_2$
- fused ring-forming bridges attached to and connecting adjacent positions of ring J, said bridges having the structures:

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AS



each T2 independently represents N, CH, or CG4;

T³ represents S, O, CR⁴G⁴, C(R⁴)₂, or NR³; and

bonding to ring J is achieved via terminal atoms T² and T³;

606 181 b)

T² T²

wherein

each T² independently represents N, CH, or CG⁴;

with the proviso that a maximum of two bridge atoms T² may be N;

and

bonding to ring J is achieved via terminal atoms T2; and

c)

$$T^{4}$$
, T^{5} , T^{6} , T^{5} , T^{6} , or T^{5} , T^{6} , ,

wherein

each T⁴, T⁵, and T⁶ independently represents O, S, CR⁴G⁴, C(R⁴)₂, or NR³; and

bonding to ring J is achieved via terminal atoms T^4 or T^5 ; with the provisos that:

- i) when one T^4 is O, S, or NR³, the other T^4 is CR^4G^4 or $C(R^4)_2$;
- ii) a bridge comprising T⁵ and T⁶ atoms may contain a maximum of two heteroatoms O, S, or N; and
- iii) in a bridge comprising T⁵ and T⁶ atoms, when one T⁵ is O, the other T⁵ is S, CR⁴G⁴, C(R⁴)₂ or NR³;

iv) in a bridge comprising T⁵ and T⁶ atoms, when one T⁵ group and one T⁶ group are O atoms, or two T⁶ groups are O atoms, said O atoms are separated by at least one carbon atom;

and with the further provisos that:

- in G^1 , G^2 , G^3 , and G^4 , when two groups R^6 are each alkyl and located on the same N atom they may be linked by a bond, an O, an S, or NR^3 to form a heterocycle of 5-7 ring atoms; and
- when an aryl, heteroaryl, or heterocyclyl ring is optionally substituted, that ring may bear up to 5 substituents which are independently selected from the group consisting of amino, mono-loweralkyl-substituted amino, di-loweralkyl-substituted amino, lower alkanoylamino, halogeno, lower alkyl, halogenated lower alkyl, hydroxy, lower alkoxy, lower alkylthio, halogenated lower alkoxy, halogenated lower alkylthio, lower alkanoyloxy, -CO₂R³, -CHO, -CH₂OR³, -OCO₂R³, -CON(R⁶)₂, -OCO N(R⁶)₂, -NR³CON(R⁶)₂, nitro, amidino, guanidino, mercapto, sulfo, and cyano;

or a pharmaceutically acceptable\salt or prodrug thereof.

14. (amended) A compound having the structural formula

wherein

 R^1 and R^2 :

i) together form a bridge of structure

$$=$$
 $G^1)_m$

wherein bonding is achieved via the terminal carbon atoms; or

ii) together form a bridge of structure



$$T^1$$
 $T^1 = T^1$

wherein one of the ring members T¹ is N and the others are CH, and bonding is achieved via the terminal atoms; and

wherein

m is 0 or an integer 1-2; and

G¹ is a substituent independently selected from the group consisting of

- $-N(R^6)_2$;
- -NR³COR⁶
- halogen;
- alkyl;
- amino-substituted alkylamino;
- N-lower alkylamino;
- N,N-di-lower alkylamino-substituted alkylamino;
- N-lower alkanoylamino; substituted alkylamino;
- hydroxy-substituted alkylamino;
- carboxy-substituted alkylamino;
- lower alkoxycarbonyl-substituted alkylamino;
- -OR⁶;
- -SR⁶;
- $-S(O)R^6$;
- $-S(O)_2R^6$;
- halogenated lower alkoxy;
- halogenated lower alkylthio;
- halogenated lower alkylsulfonyl;
- -OCOR⁶;
- -COR⁶;
- $-CO_2R^6$;
- $-CON(R^6)_2$;

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- $-NO_2$;
- -CN;
- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- $-\S(O)_p$ (optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy;
- -S(O)_p(optionally substituted heteroarylalkyl);

R³ is H or lower alkyl;

R⁶ is independently selected from the group consisting of

- H;
- lower alkyl;
- optionally substituted aryl;
- optionally substituted aryl lower alkyl; and

p is 0 or 1;

Y is selected from the group consisting of

- lower alkylene, optionally substituted by OH or OAcyl;
- -CH₂-O-;
- -CH₂-S-;
- -CH₂-NH-;
- -O- ;
- -S-;
- -NH-;
- $-(CH_2)_n-S(O)_p-(5-membered heteroaryl)-(CH_2)_s-;$
- $-(CH_2)_n-C(G^2)(H)-(CH_2)_s-$;

wherein

n and s are each independently 0 or 1; and

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G<sup>2</sup> is selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>3</sup>, -CON(R<sup>6</sup>)<sub>2</sub>, and
                  -CH_2N(R^6)_2;
         -O-CH<sub>2</sub>-;
         -S(O)-;
          \S(O)<sub>2</sub>-;
         -SCH<sub>2</sub>-;
         -S(O)CH_2-;
         -S(O)_{2}CH_{2}-;
         -CH<sub>2</sub>S(\Diamond)-; and
         -CH_2S(O)_2
A and D independently represent N or CH;
L represents N or CH;
    with the provisos that
    a) the total number of N atoms in the ring containing A, D, and L is 1 or 2; and
    b) when L represents CH, at least one of A and D is an N atom;
q is 0, 1, or 2;
G<sup>3</sup> is selected from the group consisting of
       lower alkyl;
    • -NR<sup>3</sup>COR<sup>6</sup>;
    • -OR<sup>6</sup>;
    • -SR^6;
    • -S(O)R^6;
    • -S(O)_2R^6;
    • -CO<sub>2</sub>R<sup>6</sup>;
    • -CON(R^6)_2;
      -S(O)_2N(R^6)_2;
        -CN;
        optionally substituted aryl;
```

- •\ optionally substituted heteroaryl;
- \optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- -S(Q)p(optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy;
- -S(O)_p(optionally substituted heteroarylalkyl);

q' represents the number of substituents G⁴ on the phenyl ring and is 0, 1, 2, or 3; and

G⁴ moieties are selected from the group consisting of

- optionally substituted heteroarylalkyl;
- optionally substituted heteroaryloxy;
- -S(O)_p(optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy;
- -S(O)_p(optionally substituted heteroarylalkyl);
- fused ring-forming bridges attached to and connecting adjacent positions of the phenyl ring, said bridges having the structures:

a)

T²

T³

wherein

each T² independently represents N, CH, or CG⁴;

T³ represents S, O, CHG⁴, C(H)₂, or NR³; and

bonding to the phenyl ring is achieved via terminal atoms T² and T³;

T²

b)

wherein

each T² independently represents N, CH, or CG⁴;

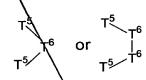
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with the proviso that a maximum of two bridge atoms T^2 may be N; and

bonding to the phenyl ring is achieved via terminal atoms T2; and

c)



wherein

each T⁵, and T⁶ independently represents O, S, CHG⁴, CH₂, or NR³; and bonding to the phenyl ring is achieved via terminal atoms T⁵; with the provisos that:

- i) a bridge comprising T⁵ and T⁶ atoms may contain a maximum of two heteroatoms O, S, or N; and
- ii) in a bridge comprising T⁵ and T⁶ atoms, when one T⁵ is O, the other T⁵ is S, CHG⁴, CH₂ or NR³;
- iii) in a bridge comprising T⁵ and T⁶ atoms, when one T⁵ group and one T⁶ group are O atoms, or two T⁶ groups are O atoms, said O atoms are separated by at least one carbon atom;

and with the further provisos that:

- in G^1 , G^2 , G^3 , and G^4 , when two groups R^6 are each alkyl and located on the same N atom they may be linked by a bond, an O, an S, or NR^3 to form a heterocycle of 5-7 ring atoms; and
- when an aryl, heteroaryl, or heterocyclyl ring is optionally substituted, that ring may bear up to 2 substituents which are independently selected from the group consisting of amino, mono-loweralkyl-substituted amino, di-loweralkyl-substituted amino, lower alkanoylamino, halogeno, lower alkyl, halogenated lower alkyl, hydroxy, lower alkoxy, lower alkylthio, halogenated lower alkoxy, halogenated lower alkylthio, lower alkanoyloxy, -CO₂R³, -CH₂OR³, -OCO₂R³, -CON(R⁶)₂, -OCO N(R⁶)₂, -NR³CON(R⁶)₂, nitro, and cyano;

or a pharmaceutically acceptable salt or prodrug thereof.



15. (amended) A compound having the structural formula

$$\begin{array}{c}
 & H \\
 & (CH_2)_p \\
 & & G^4)_0 \\
 & & & R^2 \\
 & & & & G^3)_q
\end{array}$$

wherein

R¹ and R²:

i) together form a bridge of structure



wherein bonding is achieved via the terminal carbon atoms, and any group G¹ is located on a non-terminal atom of the bridge; or

ii) together form a bridge of structure

$$T^1$$
 $T^1 = T^1$

wherein one of the ring members T¹ is N and the others are CH, and bonding is achieved via the terminal atoms; and

wherein

m is 0 or an integer 1-2; and

G¹ is a substituent independently selected from the group consisting of

- $-N(R^6)_2$;
- -NR³COR⁶;
- halogen;
- -OR⁶ wherein R6 represents lower alkyl;
- -NO₂;
- optionally substituted heteroaryloxy;
- optionally substituted heteroarylalkyloxy;



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\mathbb{R}^3 is H or lower alkyl;
R<sup>6</sup>\s independently selected from the group consisting of
        Η;
        lower alkyl;
        aptionally substituted aryl;
        optionally substituted aryl lower alkyl; and
p is 0 or 1;
Y is selected from the group consisting of
        lower alkylene, optionally substituted by OH;
        -CH<sub>2</sub>-O-;
        -S-;
        -NH-;
        -S(O)<sub>p</sub>-(5-membered heteroaryl)-;
        -C(CN)(H)-;
        -O-CH<sub>2</sub>-;
        -S(O)-; and
        -S(O)_2-;
q is 0 or 1;
G<sup>3</sup> is selected from the group consisting of
      lower alkyl;
    • -NR<sup>3</sup>COR<sup>6</sup>;
    • -CO_2R^6;
    • -CON(R^6)_2;
       -S(O)_2N(R^6)_2;
q' represents the number of substituents G^4 on the phenyl ring, and is 0, 1, 2, or 3;
```

and

G moieties are selected from the group consisting of optionally substituted heteroarylalkyl;

- \optionally substituted heteroaryloxy;
- -S(O)_p(optionally substituted heteroaryl);
- optionally substituted heteroarylalkyloxy;
- -S(O) (optionally substituted heteroarylalkyl);
- fused ring-forming bridges attached to and connecting adjacent positions of the phenyl ring, said bridges having the structures:

a)

 $T^2_{\text{T}^2}$

wherein

each T² independently represents N, CH, or CG⁴;

T³ represents S, O, CHG⁴, CH₂, or NR³; and

bonding to the phenyl ring is achieved via terminal atoms T² and T³;

b)

$$T^{5}$$
 T^{6}
or
 T^{5}
 T^{6}

wherein

each T⁵, and T⁶ independently represents O, S, CHG⁴, CH₂, or NR³; and bonding to the phenyl ring is achieved via terminal atoms T⁵; with the provisos that:

- i) a bridge comprising T⁵ and T⁶ atoms may contain a maximum of two heteroatoms O, S, or N; and
- ii) in a bridge comprising T^5 and T_0^6 atoms, when one T^5 is O, the other T^5 is S, CR^4G^4 , $C(R^4)_2$ or NR^3 ;
- iii) in a bridge comprising T⁵ and T⁶ atoms, when one T⁵ group and one T⁶ group are O atoms, or two T⁶ groups are O atoms, said O atoms are separated by at least one carbon atom;

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50b B1 and with the further provisos that:

- in G¹, G², G³, and G⁴, when two groups R⁶ are each alkyl and located on the same N atom they may be linked by a bond, an O, an S, or NR³ to form a heterocycle of 5 – 6 ring atoms; and

ps'

- when an aryl, heteroaryl, or heterocyclyl ring is optionally substituted, that ring may bear up to 2 substituents which are independently selected from the group consisting of amino, mono-loweralkyl-substituted amino, di-loweralkyl-substituted amino, lower alkanoylamino, halogena, lower alkyl, halogenated lower alkyl, hydroxy, lower alkoxy, lower alkylthio, halogenated lower alkoxy, halogenated lower alkylthio, $-CO_2R^3$, $-CON(R^6)_2$, nitro, and cyano;

or a pharmaceutically acceptable salt or prodrug thereof.

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- 17. (Amended) A method of treating a mammal having a condition of tumor growth, retinopathy, rheumatoid arthritis, psoriasis, or a bullous disorder associated with subepidermal blister formation, comprising administering to said mammal an amount of a compound of claim 13 which is effective to treat said condition.
- 18. (Cancelled) The method of claim 17, wherein said condition is tumor growth; retinopathy, including diabetic retinopathy, ischemic retinal-vein occlusion, retinopathy of prematurity, and age-related macular degeneration; rheumatoid arthritis; psoriasis; or a bullous disorder associated with subepidermal blister formation, including bullous pemphigoid, erythema multiforme, and dermatitis herpetiformis.

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- 19. (Amended) A compound selected from the group consisting of:
 - a) 4-[4-(4-Chlorophenylamino)phthalazin-1-ylmethyl]pyridin-2-yl carboxylic acid methylamide;
 - b) 4-[4-(4-Chlorophenylamino)phthalazin-1-ylmethyl]pyridin-2-yl carboxylic acid amide;
 - c) 1-(4-chlorophenylamino)-4-(3-pyridylmethoxy)phthalazine;
 - d) 4-[4-(4-Chlorophenylamino)phthalazin-1-yloxymethyl]pyridin-2-yl carboxylic acid methylamide;

- e) 4-[4-(4-Chlorophenylamino)phthalazin-1-yloxymethyl]pyridin-2-yl carboxylic acid amide;
- f) 4-[4-(3-Bromophenylamino)phthalazin-1-ylmethyl]-pyridin-2-yl carboxylic acid methylamide;
 - g) 4-[4-(3-Bromophenylamino)phthalazin-1-ylmethyl]-pyridin-2-yl carboxylic acid amide:
 - h) 1-(4-chlorophenylamino)-4-[(2-phenyl-4-pyridyl)methyl]phthalazine;
 - i) 1-[4-(4-pyridyloxy)phenylamino]-4-(4-pyridylmethyl)phthalazine;
 - j) 1-(indan-5-ylamino)-4-(4-pyridylmethyl)phthalazine;
 - k) 4-[4-(4-Chlorophenylamino)phthalazin-1-ylmethyl]pyridin-2-yl carboxylic acid methylamide dihydrochloride;
 - 1) 4-[4-(4-Chlorophenylamino)phthalazin-1-ylmethyl]pyridin-2-yl carboxylic acid methylamide dimethanesulfonate;
 - m) 4-[4-(4-Chlorophenylamino)phthalazin-1-ylmethyl]pyridin2-yl carboxylic acid amide dihydrochloride;
 - n) 4-[4-(4-Chlorophenylamino)phthalazin-1-ylmethyl]pyridin-2-yl carboxylic acid amide dimethanesulfonate;
 - o) 4-[4-(4-Chlorophenylamino)phthalaxin-1-yloxymethyl]pyridin-2-yl carboxylic acid amide dihydrochloride;
 - p) 4-[4-(4-Chlorophenylamino)phthalazin-1 yloxymethyl]pyridin-2-yl carboxylic acid amide dimethanesulfonate;
 - q) 1-(4-chlorophenylamino)-4-[5-(4-pyridyl)-1H-\,2,4-triazolyl-3-ylthio]phthalazine;
 - r) 1-(4-isopropylphenylamino)-4-[5-(4-pyridyl)-1H-\,2,4-triazolyl-3-ylthio]phthalazine
 - s) 1-(4-chlorophenylamino)-4-(4-pyridylsufonyl)phthalazine;
 - t) 1-(4-chlorophenylamino)-4-(4-pyridylsufinyl)phthalazine;
 - v) 1-(indan-5-ylamino)-4-(4-pyridylcyanomethyl)phthalazine, and
 - w) 1-(benzothiazol-6-ylamino)-4-(4-pyridylcyanomethyl)phthalazine.
- 20. (New) The method of claim 5, wherein said condition of retinopathy is diabetic retinopathy, isohemic retinal-vein occlusion, retinopathy of prematurity, or age-related macular degeneration.

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- 21. (New) The method of claim 5, wherein when said condition is a bullous disorder associated with subepidermal blister formation, it is bullous pemphigoid, erythema multiforme, or dermatitis herpetiformis.
- 22. (New) The method of claim 11, wherein said condition of retinopathy is diabetic retinopathy, ischemic retinal-vein occlusion, retinopathy of prematurity, or age-related macular degeneration.
- 23. (New) The method of claim 11, wherein when said condition is a bullous disorder associated with subepidermal blister formation, it is bullous pemphigoid, erythema multiforme, or dermatitis herpetiformis.
- 24. (New) The method of claim 17, wherein said condition of retinopathy is diabetic retinopathy, ischemic retinal-vein occlusion, retinopathy of prematurity, or age-related macular degeneration.
- 25. (New) The method of claim 17, wherein when said condition is a bullous disorder associated with subepidermal blister formation, it is bullous pemphigoid, erythema multiforme, or dermatitis herpetiformis.

Remarks / Arguments

As a result of this amendment, claims 1-5, 7-11, 13-17, and 19-25 are pending in the application. Claims 6, 12, and 18 have been cancelled. New claims 20-25 have been added. No new matter has been added.

Rejections under §112, second paragraph

The examiner rejected claims 1-19 under §112, second paragraph as being indefinite for several reasons.

In paragraph 1 of the official action, the examiner refers to the word "generalized" in claims 1-3, 7-9, and 13-15 and asserts it renders the claims vague and indefinite, stating